

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

JESSICA MENDOZA, derivatively on behalf
of CHARLES RIVER LABORATORIES
INTERNATIONAL, INC.,

Case No. 1:23-cv-01272-MN

Plaintiff,

v.

JAMES C. FOSTER, DAVID R. SMITH,
FLAVIA PEASE, NANCY C. ANDREWS,
ROBERT J. BERTOLINI, DEBORAH T.
KOCHEVAR, GEORGE LLADO, MARTIN
MACKAY, GEORGE E. MASSARO, C.
RICHARD REESE, CRAIG B.
THOMPSON, RICHARD F. WALLMAN,
and VIRGINIA M. WILSON,

Defendants,

and

CHARLES RIVER LABORATORIES
INTERNATIONAL, INC.,

Nominal Defendant.

**STIPULATION AND ORDER REGARDING
SERVICE AND STAYING CASE**

Plaintiff Jessica Mendoza (“Plaintiff”), who filed this putative shareholder derivative action on behalf of Nominal Defendant Charles River Laboratories International, Inc. (“Charles River”), by and through her counsel, and Defendants (defined below), by and through their counsel, hereby stipulate to the following:

WHEREAS, on November 8, 2023, Plaintiff filed a complaint asserting claims on behalf of Charles River against James C. Foster, David R. Smith, Flavia Pease, Nancy C. Andrews, Robert J. Bertolini, Deborah T. Kochevar, George Llado, Martin Mackay, George E. Massaro, C. Richard Reese, Craig B. Thompson, Richard F. Wallman, and Virginia M. Wilson (collectively, the “Individual Defendants,” and together with Charles River, the “Defendants”; Defendants together with Plaintiff are the “Parties,” and each is a “Party”), who are current and former directors and officers of Charles River, in a derivative action captioned *Mendoza v. Foster, et al.*, Case No. 1:23-cv-01272-MN (D. Del.) (the “Derivative Action”);

WHEREAS, there is substantial overlap between the facts and circumstances alleged in the Derivative Action and a putative class action captioned *State Teachers Retirement System of Ohio v. Charles River Laboratories, Inc., et al.*, Case No. 1:23-cv-11132-DJC (D. Mass.) (the “Securities Action”);

WHEREAS, Charles River, James C. Foster, and David R. Smith, defendants in the Derivative Action, are also defendants in the Securities Action;

WHEREAS, on September 26, 2023 the court in the Securities Action entered an order (D.I. 33), pursuant to which: (1) lead plaintiff in the Securities Action shall file an amended complaint on or before November 14, 2023; (2) defendants in the Securities Action shall respond to the amended complaint, by filing a motion to dismiss or otherwise, on or before January 15, 2024; (3) lead plaintiff in the Securities Action shall file an opposition to defendants’ motion to

dismiss in the Securities Action, if any, on or before March 15, 2024; and (4) defendants in the Securities Action shall file a reply in support of their motion to dismiss in the Securities Action, if any, on or before April 24, 2024;

WHEREAS, defendants in the Securities Action moved to dismiss the amended complaint in the Securities Action on January 15, 2024 (D.I. 42);

WHEREAS, proceedings in the Derivative Action may be informed by a decision on the pending motion to dismiss the amended complaint in the Securities Action;

WHEREAS, given the circumstances of the Derivative Action, in the interest of judicial efficiency, and to preserve the Parties' and the Court's resources, the Parties agree that it is appropriate to stay the Derivative Action until the United States District Court for the District of Massachusetts rules on the pending motion to dismiss the amended complaint in the Securities Action; and

WHEREAS, this stipulation is not a waiver of any of the Parties' rights, remedies, claims, or defenses.

WHEREFORE, the Parties, through their undersigned counsel, hereby agree, stipulate, and respectfully request that the Court enter an order as follows:

1. Undersigned counsel for Defendants is authorized to accept and hereby accepts service of the complaint filed in the Derivative Action on behalf of Defendants.

2. All proceedings and deadlines in the Derivative Action, including any obligation to answer, move against, or otherwise respond to any complaint filed in the Derivative Action, are hereby stayed pending the resolution of the motion to dismiss in the Securities Action.

3. The Parties shall meet and confer and submit a proposed scheduling order within fourteen (14) days of the date that the stay is lifted. Nothing in this Stipulation shall prevent or

prejudice any Party from moving to lift or to extend the stay, and nothing in this Stipulation shall prevent or prejudice any Party from opposing such a motion.

4. Defendants shall promptly notify Plaintiff of any additional derivative actions raising substantially similar claims.

5. During the stay, Plaintiff may move for leave to amend the complaint, and Defendants may oppose or otherwise respond to any such motion. But Defendants shall not be required to respond to any amended complaint during the pendency of the stay.

6. If another lawsuit is filed that raises a state law derivative claim based on substantially similar allegations regarding the same underlying federal securities claim asserted in the Derivative Action, and if Defendants do not seek to stay that other lawsuit within or at the time for answering or responding to the complaint or making such a motion for a stay in such action, then Defendants will not oppose a motion by Plaintiff to lift the stay in this Derivative Action.

7. This stipulation is without waiver or prejudice to any and all claims, defenses, arguments, motions, or any requests for other relief that would otherwise be available to the Parties in the Derivative Action.

IT IS SO STIPULATED.

Dated: March 18, 2024

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/s/ Seth D. Rigrodsky

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Counsel for Defendants

SO ORDERED this 20th day of March 2024.

Maryellen Noreika

The Honorable Maryellen Noreika

United States District Judge